

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE SUNEDISON, INC. SECURITIES
LITIGATION

Civil No. 16-md-2742

CARLOS DOMENECH ZORNOZA,

Plaintiff,

v.

TERRAFORM Global, INC., et al.,

Defendants.

Civil No. 18-cv-11617

**DECLARATION OF TIMOTHY J. PERLA IN SUPPORT
OF DEFENDANTS' JOINT MOTION FOR SUMMARY JUDGMENT**

I, Timothy J. Perla, declare as follows:

1. I am a partner at the law firm of Wilmer Cutler Pickering Hale and Dorr LLP, and am counsel of record for Defendants TerraForm Global Holdco LLC ("GLBL," formerly TerraForm Global, Inc.) and TerraForm Power Parent, LLC ("TERP", formerly TerraForm Power, Inc.) in the above-captioned matter. I am a member in good standing of the bar of the State of New York. I submit this Declaration in support of the Defendants' Joint Memorandum of Law in Support of Their Motion for Summary Judgment. I have personal knowledge of the facts set forth in this Declaration and, if called as a witness, I could and would testify competently thereto.
2. Attached to this Declaration as Exhibit 1 is a true and correct copy of Amendment No. 5 to the Form S-1 Registration Statement filed with the Securities and Exchange

Commission (“SEC”) and issued in connection with TERP’s Initial Public Offering (“IPO”) dated July 16, 2014.

3. Attached as Exhibit 2 is a true and correct copy of Amendment No. 6 to the Form S-1 Registration Statement filed with the SEC and issued in connection with GLBL’s Initial Public Offering (“IPO”) dated July 31, 2015.
4. Attached as Exhibit 3 is a true and correct copy of the Form 8-K filed with the SEC on behalf of SunEdison, Inc. (“SUNE”) on July 17, 2014.
5. Attached as Exhibit 4 is a true and correct copy of the Minutes of the Special Meeting of the Board of Directors of TerraForm Global, Inc., held on November 20, 2015.
6. Attached as Exhibit 5 is a true and correct copy of the Minutes of the Special Meeting of the Board of Directors of TerraForm Power, Inc. held on November 20, 2015.
7. Attached as Exhibit 6 is a true and correct copy of the Form 8-K filed with the SEC on behalf of TERP on November 27, 2015.
8. Attached as Exhibit 7 is a true and correct copy of the Form 8-K filed with the SEC on behalf of GLBL on November 27, 2015.
9. Attached as Exhibit 8 is a true and correct copy of TERP’s Form 424(b)(4) Prospectus dated July 17, 2014.
10. Attached as Exhibit 9 is a true and correct copy of GLBL’s Third Amended and Restated Certificate of Incorporation.
11. Attached as Exhibit 10 is a true and correct copy of TERP’s Amended and Restated Certificate of Incorporation.
12. Attached as Exhibit 11 is a true and correct copy of MEMC Electronic Materials, Inc.’s Form 8-K filed with the SEC on February 5, 2009.

13. Attached as Exhibit 12 is a true and correct copy of the Form 8-K filed with the SEC on behalf of SUNE on June 22, 2016.
14. Attached as Exhibit 13 is a true and correct copy of MEMC Electronic Materials, Inc.'s Form 8-K filed with the SEC on May 21, 2012.
15. Attached as Exhibit 14 is a true and correct copy of the Form 8-K filed with the SEC on behalf of SUNE on March 11, 2016.
16. Attached as Exhibit 15 is a true and correct copy of the Executive Employment Agreement between Plaintiff Carlos Domenech Zornoza and NVT, LLC, a wholly owned subsidiary of SunEdison, Inc., dated July 31, 2007.
17. Attached as Exhibit 16 is a true and correct copy of the Form 8-K filed with the SEC on behalf of SUNE on April 27, 2016.
18. Attached as Exhibit 17 is a true and correct copy of TERP's Annual Report and Form 10-K for the year 2014, the latter of which was filed with the SEC on March 13, 2015.
19. Attached as Exhibit 18 is a true and correct copy of GLBL's Form 10-K for the year 2015, as filed with the SEC on December 20, 2016.
20. Attached as Exhibit 19 is a true and correct copy of GLBL's Form 10-K for the year 2016, as filed with the SEC on June 15, 2017.
21. Attached as Exhibit 20 is a true and correct copy of SUNE's Schedule 14A Proxy Statement as filed with the SEC on April 17, 2015.
22. Attached as Exhibit 21 is a true and correct copy of SUNE's Form 8-K as filed with the SEC on May 29, 2015.
23. Attached as Exhibit 22 is a true and correct copy of SUNE's Form 8-K as filed with the SEC on November 23, 2015.

24. Attached as Exhibit 23 is a true and correct copy of a November 20, 2015 email and letter from Peter Blackmore announcing his resignation from the SUNE Board of Directors.
25. Attached as Exhibit 24 is a true and correct copy of a November 20, 2015 letter from Steven V. Tesoriere announcing his resignation from the TERP Board of Directors.
26. Attached as Exhibit 25 is a true and correct copy of a November 20, 2015 letter from Steven V. Tesoriere announcing his resignation from the GLBL Board of Directors.
27. Attached as Exhibit 26 is a true and correct copy of an August 20, 2015 email from Mark B. Florian announcing his resignation from the TERP Board of Directors.
28. Attached as Exhibit 27 is a true and correct copy of selected excerpts from the transcript of the deposition testimony of Mark B. Florian taken in the above-captioned matter on August 10, 2021.
29. Attached as Exhibit 28 is a true and correct copy of an inter-office message from Ahmad Chatila to SUNE personnel dated September 29, 2015 announcing the hiring of Stephen J. Cerrone.
30. Attached as Exhibit 29 is a true and correct copy of the first Amendment to the Executive Employment Agreement between Plaintiff Carlos Domenech Zornoza and NVT, LLC, which amendment is dated March 10, 2008.
31. Attached as Exhibit 30 is a true and correct copy of the third Amendment to the Executive Employment Agreement between Plaintiff Carlos Domenech Zornoza and NVT, LLC, which amendment is dated November 18, 2009.
32. Attached as Exhibit 31 is a true and correct copy of the Written Consent of SunEdison Holdings Corporation, to the appointment of Plaintiff Carlos Domenech Zornoza as President and CEO, dated February 13, 2014.

33. Attached as Exhibit 32 are true and correct copies of selected excerpts from the transcript of the deposition testimony of Ahmad Chatila taken in the above-captioned action on August 26, 2021.
34. Attached as Exhibit 33 is a true and correct copy of the Written Consent of SunEdison Holdings Corporation, to the appointment of Plaintiff as President and CEO, dated March 2, 2015.
35. Attached as Exhibit 34 are true and correct copies of selected excerpts from the transcript of the deposition testimony of Peter Blackmore taken in the above-captioned action on July 28, 2021.
36. Attached as Exhibit 35 are true and correct copies of selected excerpts from the transcript of the deposition testimony of Plaintiff Carlos Domenech Zornoza taken in the above-captioned action on September 13, 2021.
37. Attached as Exhibit 36 is a true and correct copy of the Management Services Agreement (“MSA”) between SUNE and TERP executed on July 23, 2014.
38. Attached as Exhibit 37 are true and correct copies of selected excerpts from the transcript of the deposition testimony of Plaintiff Carlos Domenech Zornoza taken in the matter of *Horowitz et al. v. SunEdison, Inc., et al.*, 1:16-cv-07917-PKC (S.D.N.Y) on October 11, 2018.
39. Attached as Exhibit 38 is a true and correct copy of the Management Services Agreement (“MSA”) between SUNE, GLBL, and other GLBL affiliates executed on August 5, 2015.
40. Attached as Exhibit 39 is a true and correct copy of an excerpt of the transcript of the deposition testimony of Stephen Cerrone taken in the above-captioned matter on August 13, 2021.

41. Attached as Exhibit 40 is a true and correct copy of a letter from David E. Ross to Emmanuel Hernandez and Stephen Cerrone dated December 3, 2015.
42. Attached as Exhibit 41 is a true and correct copy of a letter from Peter Welsh to Mara Leventhal, dated January 20, 2016.
43. Attached as Exhibit 42 are true and correct copies of selected excerpts of the transcript of the deposition testimony of Steven V. Tesoriere taken in the above-captioned matter on November 5, 2021.
44. Attached as Exhibit 43 are true and correct copies of selected excerpts of the transcript of the deposition testimony of Brian Wuebbels taken in the above-captioned matter on September 2, 2021.
45. Attached as Exhibit 44 are true and correct copies of selected excerpts of the transcript of the deposition testimony of Emmanuel Hernandez taken in the above-captioned matter on September 17, 2021.
46. Attached as Exhibit 45 is a true and correct copy of a script authored by Emmanuel Hernandez for the October 23, 2015 Special Session of Independent Directors of SunEdison.
47. Attached as Exhibit 46 is a true and correct copy of SUNE's Form 8-K as filed with the SEC on July 21, 2015.
48. Attached as Exhibit 47 is a true and correct copy of SUNE's Form 8-K as filed with the SEC on July 22, 2015.
49. Attached as Exhibit 48 is a true and correct copy of the Minutes of TERP's Corporate Governance and Conflicts Committee Meeting, and materials distributed to the Committee for the meeting, conducted July 15, 2015.

50. Attached as Exhibit 49 is a true and correct copy of Vivint Solar, Inc.’s Definitive Proxy Statement Schedule 14A Information, dated January 25, 2016.
51. Attached as Exhibit 50 is a true and correct copy of a script authored by Emmanuel Hernandez for the October 30, 2015 Special Session of Independent Directors of SunEdison.
52. Attached as Exhibit 51 is a true and correct copy of a Notice of Special Meeting of the Board of Directors of TerraForm Power, Inc., dated November 19, 2015.
53. Attached as Exhibit 52 is a true and correct copy of a letter from Stephen Cerrone to Francisco Perez Gundin dated January 14, 2016.
54. Attached as Exhibit 53 is a true and correct copy of the Form S-1 Registration Statement filed with the SEC and issued in connection with TERP’s Initial Public Offering (“IPO”) dated May 28, 2014.
55. Attached as Exhibit 54 are true and correct copies of selected excerpts of the transcript of the deposition testimony of William Fyfe as corporate representative for GLBL and TERP, taken in the above-captioned matter on September 20 and 23, 2021.
56. Attached as Exhibit 55 is a true and correct copy of Plaintiff Carlos Domenech Zornoza’s Restricted Stock Agreement Pursuant to the SunEdison Yieldco, Inc. 2014 Long-Term Incentive Plan, dated February 20, 2014.
57. Attached as Exhibit 56 is a true and correct copy of Plaintiff Carlos Domenech Zornoza’s first Restricted Stock Agreement Pursuant to the SunEdison Emerging Markets Yield, Inc. 2014 Long-Term Incentive Plan, dated September 26, 2014.

58. Attached as Exhibit 57 is a true and correct copy of Plaintiff Carlos Domenech Zornoza's Restricted Stock Agreement Pursuant to the SunEdison Emerging Markets Yield, Inc. 2014 Long-Term Incentive Plan, dated March 31, 2015.
59. Attached as Exhibit 58 is a true and correct copy of Plaintiff Carlos Domenech Zornoza's second Restricted Stock Agreement Pursuant to the SunEdison Yieldco, Inc. 2014 Long-Term Incentive Plan, dated February 20, 2014.
60. Attached as Exhibit 59 is a true and correct copy of Plaintiff Carlos Domenech Zornoza's Restricted Stock Agreement Pursuant to the SunEdison Emerging Markets Yield, Inc. 2014 Long-Term Incentive Plan, dated September 26, 2014.
61. Attached as Exhibit 60 is a true and correct copy of TerraForm Power, Inc.'s 2014 Second Amended and Restated Long-Term Incentive Plan, effective April 11, 2014.
62. Attached as Exhibit 61 is a true and correct copy of TerraForm Global, Inc.'s 2014 Long-Term Incentive Plan, effective September 28, 2014.
63. Attached as Exhibit 62 is a true and correct copy of Plaintiff's Verified Second Supplemental and Amended Responses and Objections to the Yieldcos' First Set of Interrogatories in the above-captioned matter.
64. Attached as Exhibit 63 are true and correct copies of selected excerpts of the transcript of the deposition testimony of Jordan Milev, taken in the above-captioned matter on December 22, 2021.
65. Attached as Exhibit 64 are true and correct copies of selected excerpts of the transcript of the deposition testimony of Alejandro "Alex" Hernandez, taken in the above-captioned matter on November 15, 2021.

66. Attached as Exhibit 65 is a true and correct copy of an email from Neil Markel to Martin Truong dated November 20, 2015.
67. Attached as Exhibit 66 is a true and correct copy of TERP's Schedule 14A Proxy Statement as filed with the SEC on July 24, 2017.
68. Attached as Exhibit 67 is a true and correct copy of the second Amendment to the Executive Employment Agreement between Plaintiff Carlos Domenech Zornoza and NVT, LLC, which amendment is dated August 3, 2008.
69. Attached as Exhibit 68 are true and correct copies of selected excerpts of the transcript of the deposition testimony of Paul Gaynor, taken in the above-captioned matter on December 22, 2021.
70. Attached as Exhibit 69 is a true and correct copy of a letter from Plaintiff Carlos Domenech Zornoza to Francisco Perez Gundin dated June 1, 2014.
71. Attached as Exhibit 70 is a true and correct copy of a letter from Ahmad Chatila to Plaintiff Carlos Domenech Zornoza dated October 2, 2013.
72. Attached as Exhibit 71 is a true and correct copy of the Form S-1 Registration Statement filed with the SEC and issued in connection with GLBL's Initial Public Offering ("IPO") dated May 7, 2015.
73. Attached as Exhibit 72 is a true and correct copy of Plaintiff Carlos Domenech Zornoza's Incentive Unit Grant Agreement Pursuant to the SunEdison IDR (Global) Holdings LLC 2015 Profits Interest Plan dated July 14, 2015.
74. Attached as Exhibit 73 is a true and correct copy of Plaintiff's complaint to the Whistleblower Investigation Program, dated May 10, 2016.

75. Attached as Exhibit 74 is a true and correct redacted copy of Plaintiff Carlos Domenech Zornoza's 2015 W-2 from NVT, LLC.
76. Attached as Exhibit 75 is a true and correct copy of the minutes of SUNE Board of Directors Meetings, title page dated May 18, 2016.

I, Timothy J. Perla, declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct.

Executed this 4th day of March, 2022, in Boston, Massachusetts.

/s/ Timothy J. Perla
Timothy J. Perla